

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

BLOCKCHAIN MINING SUPPLY AND  
SERVICES LTD.,

Plaintiff,

—against—

SUPER CRYPTO MINING, INC. n/k/a  
DIGITAL FARMS, INC. and DPW  
HOLDINGS, INC. n/k/a AULT ALLIANCE,  
INC.,

Defendants.

Civil Action No. 1:18-cv-11099-ALC

**EXHIBIT EE**

**TO THE DECLARATION OF RICHARD S. MANDEL IN SUPPORT  
OF PLAINTIFF'S MOTION FOR SUMMARY JUDGMENT**

Message

**From:** darren@supercrypto.com [darren@supercrypto.com]  
**Sent:** 3/2/2018 2:03:35 PM  
**To:** sales@timberlane-mldg.com; 'Joe Kalfa - NADW' [joekalfa@gmail.com]  
**Subject:** RE: Antminer Sale Agreement  
**Attachments:** APA 2.26.18\_SC v.03.docx; Escrow Agreement 3.1.18.doc

**Exhibit 40**

Hi Willy,

I've been working to get confirmations on when I'm getting the funding that I need to finalize the purchase. As you know, the money never becomes available as fast as you want. With that said, our parent company is very supportive and wants us to make the purchase with you. I was just told that I can sign the agreement if we can agree that the Deposit of 5% can be made by 3/7/18. We then would be able to make the full payment by 3/16/18.

I went ahead and made the adjustments that you suggested below to the attached as well as adding the terms above. I understand that this isn't ideal but hope that it is something you will consider. With your approval I'm ready to sign the attached.

Thank you,

Darren Magot

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**From:** Willy Tencer [mailto:sales@timberlane-mldg.com]  
**Sent:** Friday, March 2, 2018 9:58 AM  
**To:** darren@supercrypto.com; 'Joe Kalfa - NADW' <joekalfa@gmail.com>  
**Subject:** RE: Antminer Sale Agreement

In have reviewed the agreements and a couple of minor changes should be inserted.

Page 1: insert today's date

Section 2: insert the escrow agent's name

Add section 2.1 Delivery of Escrow Amount – By March 5, 2018, or before, the Purchaser shall deposit the Escrow amount with the Escrow agent, to be held and administered in accordance with the terms and conditions of this agreement.

Section 3 : we need to have a time line on the inspection date. I suggest to add wording that states inspection to take place by March 9, 2018. Assets must be retrieved within 3 days after inspection and Escrow funds released at that time. In the event goods are not picked up within 3 days, funds are, nevertheless, to be released. Purchaser shall be responsible for warehouse storage in the event goods are not picked up within 3 days after inspection.

Signing page: name should be William Tencer - President

Escrow agreement:

Page 1: insert today's date

Section 1.3: need a time line here too. Same as Section 2.1 of the asset Purchase agreement

Signing page: name should be William Tencer - President

If you have any questions or care to discuss, I am available, until 5:00 pm EST.

Otherwise I'll be awaiting your executed copy.

Look forward to meeting you next week when you come up for inspection. (we have some awesome restaurants here).

Take care.

Willy Tencer

Blockchain Mining Supply and Services Ltd.  
200 - 345 Wilson Ave.,  
Toronto, ON M3H 5W1  
Tel. 416 398 1198  
Fax 416 398 0878  
[sales@timberlane-mldg.com](mailto:sales@timberlane-mldg.com)

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**From:** [darren@supercrypto.com](mailto:darren@supercrypto.com) [<mailto:darren@supercrypto.com>]  
**Sent:** March 2, 2018 10:55 AM  
**To:** 'Joe Kalfa - NADW' <[joekalfa@gmail.com](mailto:joekalfa@gmail.com)>; 'Willy Tencer' <[sales@timberlane-mldg.com](mailto:sales@timberlane-mldg.com)>  
**Subject:** RE: Antminer Sale Agreement

Thank you Joe and good to meet you Willy.

I have a meeting with the board this morning at which time I expect to be able to sign and send you the executed agreement. I'll then add a few others to the chain who will be flying to Toronto for inspection and to arrange shipping. We are looking forward to moving through this smoothly so we can repeat the process again in the very near future.

Thank you,  
Darren

**From:** Joe Kalfa - NADW [<mailto:joekalfa@gmail.com>]  
**Sent:** Thursday, March 1, 2018 9:55 PM  
**To:** [darren@supercrypto.com](mailto:darren@supercrypto.com); Willy Tencer <[sales@timberlane-mldg.com](mailto:sales@timberlane-mldg.com)>  
**Subject:** Fwd: Antminer Sale Agreement

Hi Darren & Willy,

Connecting you both, so we can hopefully get this agreement to the finish line today.

Best Regards,  
Joe Kalfa

**Mobile:** +1-410-504-6032

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----- Forwarded message -----

From: <[darren@supercrypto.com](mailto:darren@supercrypto.com)>  
Date: Fri, Mar 2, 2018 at 12:58 AM  
Subject: RE: Antminer Sale Agreement  
To: Joe Kalfa - NADW <[joekalfa@gmail.com](mailto:joekalfa@gmail.com)>

Hello Joe,

The attorney's worked fast and I'm happy to be able to get back to you with the attached. Note a redline on the agreement as well as a clean version (I had them update for the \$2,975 price per). Also, there are Escrow instructions for your review.

A few questions:

- How long can we leave at the airport and is it secure, fee, etc.?
- Will you be doing this again or is this a one time opportunity to work together?

Thank you,

Darren Magot

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**From:** darren@supercrypto.com [mailto:[darren@supercrypto.com](mailto:darren@supercrypto.com)]

**Sent:** Thursday, March 1, 2018 1:47 PM

**To:** 'Joe Kalfa - NADW' <[joekalfa@gmail.com](mailto:joekalfa@gmail.com)>

**Subject:** RE: Antminer Sale Agreement

Hello Joe,

The attorneys confirmed that they are reviewing the agreement and are setting up Escrow instructions. They are in NY so I expect to hear back in the morning. I know that you wanted to have this signed today but I want to be an open book in sharing that I don't expect to have their approval until tomorrow. I'm pushing but just wanted to be clear.

Great to hear about the machines. How long can they be held at the airport? I'm making arrangements for pick up and sending a team to help get them inspected and moved next week.

Thank you,

Darren

**From:** Joe Kalfa - NADW [mailto:[joekalfa@gmail.com](mailto:joekalfa@gmail.com)]

**Sent:** Thursday, March 1, 2018 9:26 AM

**To:** [darren@supercrypto.com](mailto:darren@supercrypto.com)

**Subject:** Re: Antminer Sale Agreement

Darren, ok, perfect.

It's 7:30pm on my end. So I'll be around for next few hours.

Half the shipment already arrived at Toronto airport. Rest is en route.

On Thu, Mar 1, 2018 at 7:22 PM <[darren@supercrypto.com](mailto:darren@supercrypto.com)> wrote:

Hi Joe,

I'm sorry that I missed your reply. Fantastic – I'll get approval to sign the contract today.

Expect to hear from me this afternoon.

Darren

**From:** Joe Kalfa - NADW [mailto:[joekalfa@gmail.com](mailto:joekalfa@gmail.com)]

**Sent:** Thursday, March 1, 2018 9:20 AM

**To:** [darren@supercrypto.com](mailto:darren@supercrypto.com)

**Subject:** Fwd: Antminer Sale Agreement

Darren, yes. See below I replied yesterday.

Let me know.

----- Forwarded message -----

From: Joe Kalfa - NADW <[joekalfa@gmail.com](mailto:joekalfa@gmail.com)>

Date: Wed, Feb 28, 2018 at 10:37 PM

Subject: Re: Antminer Sale Agreement

To: <[darren@supercrypto.com](mailto:darren@supercrypto.com)>

Yes, we can do that.

I'm fine with using that firm as escrow agent.

5% deposit will be ok as well.

I would like to get this signed by tomorrow morning though, as I need to know this is a done deal. I already have the awb's. The machines are en route.

On Wed, Feb 28, 2018 at 10:30 PM <[darren@supercrypto.com](mailto:darren@supercrypto.com)> wrote:

Hi Joe,

Thank you for the follow up. We would like to use a law firm that we are familiar with in NY. Would you consider using them for the Escrow – see below:

**Sichenzia Ross Ference Kesner LLP**

1185 Avenue of the Americas,

37th Floor

New York, NY 10036

Telephone: (212) 930-9700

[www.srfkllp.com](http://www.srfkllp.com)



I've been told that we can make a 5% deposit by the end of this week and then pay in full next week to accept delivery. Is that something that you would entertain? Sorry the funding never comes together as fast as I want but I'm confident in this proposition. We would even consider agreeing to a cancelation fee to help assure you that we will complete the transaction (however we want the machines).

Thank you for your consideration.

Darren Magot

**From:** Joe Kalfa - NADW [mailto:[joekalfa@gmail.com](mailto:joekalfa@gmail.com)]

**Sent:** Wednesday, February 28, 2018 5:02 AM

**To:** [darren@supercrypto.com](mailto:darren@supercrypto.com)

**Subject:** Re: Antminer Sale Agreement

Darren,

How's this looking?

Best Regards,  
Joe Kalfa

**Mobile:** +1-410-504-6032

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On Tue, Feb 27, 2018 at 8:57 PM, <[darren@supercrypto.com](mailto:darren@supercrypto.com)> wrote:

Great thank you! I'll work on this on my end.

**From:** Joe Kalfa - NADW [<mailto:joekalfa@gmail.com>]

**Sent:** Tuesday, February 27, 2018 10:55 AM

**To:** [darren@supercrypto.com](mailto:darren@supercrypto.com)

**Subject:** Re: Antminer Sale Agreement

Darren,

I'm out of the office now, so if you can update on your end would be fine.

Re escrow. I'm ok with it being any respectable law firm. So if you have a law firm you work with, I'm okay with them being the escrow agent as well.

On Tue, Feb 27, 2018 at 8:49 PM <[darren@supercrypto.com](mailto:darren@supercrypto.com)> wrote:

Hello Joe,

Could you please update the agreement to reflect the new pricing? Also, our attorney would like to call the Escrow company to confirmation/to get to know them. I wanted to give you this heads up and ask if you had a key point of contact we should talk with?

Working hard on my side to make this happen.

Thank you,

Darren

**From:** Joe Kalfa - NADW [<mailto:joekalfa@gmail.com>]

**Sent:** Sunday, February 25, 2018 12:58 AM

**To:** [darren@supercrypto.com](mailto:darren@supercrypto.com)

**Subject:** Antminer Sale Agreement

Darren,

See attached as discussed on LinkedIn.

Let me know any changes..

Best Regards,  
Joe Kalfa

**Mobile:** +1-410-504-6032

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